

KOBAYASHI GROUP  
Pauahi Towers, Suite 1570  
1001 Bishop Street  
Honolulu, HI 96813  
December 11, 2001

Sports Shinko Hawaii  
175 Poakalani Street  
Honolulu, HI 96815

Gentlemen:

Thank you for providing us with the information on your properties. Based on our preliminary review, we would like to enter into a formal agreement to purchase the two (2) hotels, three (3) golf courses and the lands held for development. The following is a summary of our preliminary proposal.

Terms of Purchase:

Purchase Price	\$22,000,000	
Funding of Purchase	\$100,000	deposited in escrow upon completion of formal purchase agreement.
	\$1,900,000	cash at closing.
	\$20,000,000	to be financed.
Due Diligence:	60 days	from date of acceptance of formal contract to purchase
Closing:	30 days	after completion of Due Diligence.

If the terms are acceptable, please acknowledge acceptance below. Upon receipt of acceptance, we will incorporate the terms into a formal contract.

Sincerely,

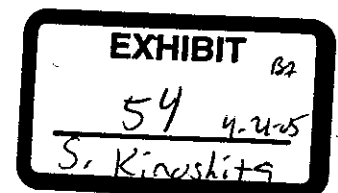
  
Wayne Tanigawa  
Chief Financial Officer

Accepted and Approved:  
Sports Shinko Hawaii

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Date: \_\_\_\_\_

**EXHIBIT 24**



\*\*\*ATTORNEY-CLIENT PRIVILEGE\*\*\*

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1 IN THE CIRCUIT COURT OF THE FIRST CIRCUIT

2 STATE OF HAWAII

3 -----  
4 SPORTS SHINKO (USA) CO., LTD., a Delaware  
5 Corporation; SPORTS SHINKO (MILILANI)  
6 CO., LTD., a Hawaii corporation, et al.,  
7 Plaintiff,

8 vs. Case No. 02-1-2766-11 (EEH)

9 RESORT MANAGEMENT SERVICES

10 (HAWAII), INC., a Hawaii corporation,

11 YASUO NISHIDA, SATOSHI KINOSHITA, et al.

12 Defendants.  
13 -----

14  
15 DEPOSITION OF SATOSHI KINOSHITA

16 (Volume III)

17  
18 Taken on behalf of the Plaintiff at Alston Hunt Floyd &  
19 Ing, 1001 Bishop St., ASB Tower, 18th Floor, Honolulu,  
20 Hawaii 96813, commencing at 9:00 a.m., Thursday, April  
21 21, 2005, pursuant to Notice.

22  
23 BEFORE: BARBARA ACOBA, CSR No. 412, RPR  
24 Notary Public, State of Hawaii  
25

\*\*\*ATTORNEY-CLIENT PRIVILEGE\*\*\*

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1 APPEARANCES:

2 For Plaintiff:

GLENN MELCHINGER, Esq.

3 ALSTON HUNT FLOYD & ING

4 ASB Tower

5 1001 Bishop St., 18th Floor

6 Honolulu, Hawaii 96813

7  
8 For Defendant SATOSHI KINOSHITA:

9 JOHN KOMEIJI, Esq.

10 WATANABE ING KAWASHIMA & KOMEIJI

11 First Hawaiian Center

12 999 Bishop St., 23rd Floor

13 Honolulu, Hawaii 96813

14  
15  
16 Also Present:

STEVEN SILVER - Interpreter

1 (Back on the record at 1:00 p.m.)

2 BY MR. MELCHINGER:

3 Q. We were talking about a meeting that you and  
4 Toshio had in Tokyo with Mr. Tanigawa from KG and what I  
5 wanted you to explain next was, what was the substance  
6 of that discussion?

7 A. What I recall as I sit here today was that the  
8 main point of the meeting was that Mr. Tanigawa  
9 expressed that the KG Group was strongly and seriously  
10 interested in purchasing the assets. In addition to  
11 that, the president also noted that there was a resort  
12 management over there and asked them whether they would  
13 be willing to assume those arrangements or not, and also  
14 the president noted that a long due diligence period  
15 would not be possible and asked if the KG Group would  
16 still be interested in the purchase despite that.

17 MR. MELCHINGER: Mark that as 54, please.

18 (Exhibit 54 marked for identification.)

19 BY MR. MELCHINGER:

20 Q. Showing you what's been marked as Exhibit 54 to  
21 your deposition. Have you seen that document before?

22 A. Yes.

23 Q. Again, this is a letter from the Kobayashi  
24 Group and it's not addressed to anyone in particular.  
25 Did this come to you directly?

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1 A. Yes.

2 Q. And in Tokyo, is this the general terms of the  
3 offer you were discussing with KG; is that right? I'm  
4 sorry, let's see if that's a response. Was that a yes?

5 A. Yes.

6 Q. But you were discussing about the length of the  
7 due diligence and none of these terms in Exhibit 54 were  
8 set in stone or decided yet at that point; is that  
9 right?

10 MR. KOMEIJI: At the point of the meeting?

11 MR. MELCHINGER: At the point of the meeting.  
12 At the time of the meeting in Tokyo.

13 THE WITNESS: That's right.

14 BY MR. MELCHINGER:

15 Q. And again, this meeting was somewhere the end  
16 of 2001; is that right?

17 A. That's correct.

18 Q. I'm sorry, I think you said late December; is  
19 that right, of 2001?

20 A. Yes.

21 Q. The president then mentioned that there was RMS  
22 and the management agreements, and what do you remember  
23 specifically about what the president told KG about RMS?

24 A. He told them that our company had delegated  
25 responsibility for management to a management company

1 that belonged to a former employee of ours and that if  
2 possible, if it was possible for KG to assume that  
3 arrangement, that he would like to see that happen.

4 Q. Did he say anything about RMS or the management  
5 agreements?

6 A. No. No. The rest of the discussion was  
7 general, as I recall, and nothing else specific was  
8 expressed.

9 Q. Did Sports Shinko provide people from KG, at  
10 that meeting in Tokyo, with any documents, for example,  
11 any of the management agreements?

12 A. No.

13 Q. Was there any exchange of any documents between  
14 KG and SS at all, at that meeting?

15 A. No.

16 Q. What was KG's response to what the president  
17 said about RMS and the management agreements?

18 A. They said that they would look into it.

19 Q. Do you know how KG knew to send an offer or a  
20 letter of interest to you in the first place? Referring  
21 to either -- actually, I'll go back to Exhibit 50. The  
22 December 4 letter.

23 A. That would have been through Mr. Mukai.

24 Q. Do you know if KG also sent this letter,  
25 Exhibit 50, to Colliers?

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C E R T I F I C A T E

STATE OF HAWAII )

CITY AND COUNTY OF HONOLULU )

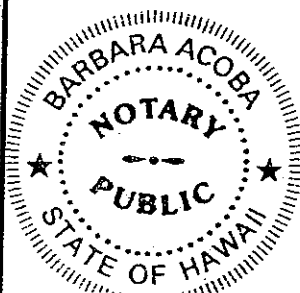
I, BARBARA ACOBA, Certified Shorthand  
Reporter and Notary Public, State of Hawaii, do  
hereby certify:

That on Thursday, April 21, 2005, at  
9:00 a.m., appeared before me SATOSHI KINOSHITA, the  
witness whose deposition is contained herein; that  
prior to being examined he was by me duly sworn;

That the deposition was taken down by me  
in machine shorthand and was thereafter reduced to  
typewriting under my supervision; that the foregoing  
represents, to the best of my ability, a true and  
correct transcript of the proceedings had in the  
foregoing matter.

I further certify that I am not an attorney  
for any of the parties hereto, nor in any way concerned  
with the cause.

Dated this 30th day of April, 2005,  
in Honolulu, Hawaii.



A handwritten signature of Barbara Acoba in cursive script, written over a horizontal line.

BARBARA ACOBA, CSR NO. 412

Notary Public, State of Hawaii

My Commission Exp: 10-22-2008